

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

<i>In re:</i> AMPAL-AMERICAN ISRAEL CORPORATION, Debtor.	Chapter 7 Case No. 12-13689 (SMB)
MERHAV AMPAL GROUP, LTD. f/k/a/ MERHAV-AMPAL ENERGY, LTD., Plaintiff, -against- MERHAV (M.N.F.) LIMITED and YOSEF A. MAIMAN, Defendants.	Adversary Proceeding No. 14-02385 (SMB)
ALEX SPIZZ, as Chapter 7 Trustee of AMPAL- AMERICAN ISRAEL CORPORATION, Plaintiff, - against - MERHAV (M.N.F.) LIMITED and YOSEF A. MAIMAN, Defendants.	Adversary Proceeding No. 15-01122 (SMB)

**DECLARATION OF DANIEL A. FLIMAN IN SUPPORT OF MOTION TO
PERMIT KASOWITZ BENSON TORRES LLP TO WITHDRAW AS
COUNSEL OF RECORD FOR MERHAV (M.N.F.) LIMITED AND YOSEF A. MAIMAN**

Daniel A. Fliman, an attorney duly admitted to the practice of law, declares under the penalty of perjury, that the following is true to the best of my knowledge:

1. I am a member of the law firm of Kasowitz Benson Torres LLP (the “Firm”), counsel for Merhav (M.N.F.) Limited (“Merhav”) and Yosef A. Maiman (“Mr. Maiman”) in the

following matters: (i) the chapter 7 bankruptcy proceeding of Ampal-American Israel Corporation, Case No. 12-13689 (SMB); (ii) Adversary Proceeding No. 14-02385 (Bankr. S.D.N.Y.) (SMB); and (iii) Adversary Proceeding No. 15-01122 (SMB).

2. I respectfully submit this Declaration in support of the *Motion to Permit Kasowitz Benson Torres LLP to Withdraw as Counsel of Record for Merhav (M.N.F.) Limited and Yosef A. Maiman* (the “Motion to Withdraw”), filed contemporaneously herewith.

3. On September 18, 2017, I spoke to Mr. Maiman by telephone and informed him that the Firm was withdrawing as counsel of record for Mr. Maiman and Merhav (for which Mr. Maiman is the principal) in all relevant matters. I further informed Mr. Maiman that the Firm would file the Motion to Withdraw today, September 19, 2017. On that call, Mr. Maiman provided consent to the Firm’s withdrawal.

4. Immediately following the call, I transmitted to Mr. Maiman an email confirming the Firm’s withdrawal, the filing of the instant motion, and that the motion would reflect Mr. Maiman’s consent to the withdrawal, on behalf of himself and Merhav.

5. I believe that the Firm’s withdrawal is consistent with Rule 1.16(c)(1) of the New York Rules of Professional Conduct. Moreover, the Firm is prepared to show, if required by the Court, that other bases for withdrawal exist under certain other sub-clauses of Rule 1.16(c).

6. The Firm has served the motion to withdraw on Mr. Maiman and Merhav by electronic mail.

Executed on the 19th day of September, 2017.

/s/ Daniel A. Fliman
Daniel A. Fliman